

EXHIBIT “A”

04/2004 14:28 FAX

04/2004



June 9, 2004

Del and Ernestine Bunch
1909 Red Robin Court
Las Vegas, NV 89134

Dear Del:

Regarding the promissory note dated June 26, 2000 between USA Commercial Mortgage Company, and Del and Ernestine Bunch ("Note"), which currently has a due date of February 5, 2005, the note currently provides for repayments provided there is a 30-day notice of such repayment. Please consider this letter as notice to repay \$500,000 of the note on or about June 30, 2004.

To further clarify the intent between USA Commercial Mortgage Company and Del and Ernestine Bunch regarding the terms and repayment of the Note, we propose the following: a) extend the term of the Note for one year to February 5, 2006, b) in keeping with the existing terms of the note, USA will provide to Bunch a 30 day notice of any reduction in the amount of the Note, c) it is USA's intention to begin reducing the Note by approximately \$1 million every six months, but proper notice will be issued before any repayment, whether more or less than in amount, or more or less frequently than indicated.

We hope this clarifies our relationship regarding the Note, and I look forward to getting together with you soon. Thank you.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Joseph D. Milanowski".

Joseph D. Milanowski
President
USA Commercial Mortgage Company

EXHIBIT “B”



July 22, 2004

Del and Ernestine Bunch
1909 Red Robin Court
Las Vegas, NV 89134

Dear Del:

As I told you this morning, after our conversation last week regarding our outstanding note with you, Tom and I discussed the situation, and would like to propose the following: The promissory note, which currently has a due date of February 5, 2005, shall be extended one year to February of 2006, and USA would not tender any repayments under the note during the next six months.

This will give us the confidence and time to reinvest the capital we had proposed to repay to you to continue earning – and be able to pay – the returns we have contracted with you. Please call me with any questions that you may have, and we look forward to continuing our relationship in this manner. Thank you.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Joseph D. Milanowski'.
Joseph D. Milanowski
President
USA Commercial Mortgage Company

Dear Joe,

Sorry you failed to respond to the concerns expressed by me at our meeting of July 13, 2004.

We do not feel our relationship can continue in the manner described in your letter.

Please consider this reply as notice of our intent to be repaid as per the terms of our ten million dollar (\$10,000,000.00) note.

Sincerely,

A handwritten signature in black ink, appearing to read 'Del Bunch'.
Del Bunch

EXHIBIT “C”



March 27, 2001

Del Bunch
1909 Red Robin Court
Las Vegas, NV 89134

Dear Mr. Bunch :

In connection with the audit of our financial statements, please confirm directly to our auditors, Deloitte & Touche L.L.P., 490 North Tower, 3773 Howard Hughes Parkway, Las Vegas, NV 89109, the following amounts payable to you on notes as of 12/31/00. In addition please fax to (702) 893-3247, attention Douglas Absher.



Interest

| <u>Date of Note</u> | <u>Due Date</u> | <u>Rate</u> | <u>Date paid to</u> | <u>Unpaid balance</u> | <u>Collateral</u> |
|-------------------------|---------------------|-------------|-------------------------|---------------------------|-------------------|
| <u>06-26-00</u> | <u>06-26-01</u> | <u>20%</u> | <u>03-31-01</u> | <u>\$4,000,000. NOTE</u> | |

Additionally, please confirm that no modifications to the original agreement regarding collateral or any other terms, nor any defaults, refinancing, or releases from any terms of the original agreement have occurred since December 31, 2000 through the date of your reply.

If subsequent to your reply but prior to April 30, 2001 any changes in the status of our notes occur, please advise our auditors.

Your prompt attention to this request will be appreciated. A self addressed envelope is enclosed for your reply.

Yours very truly,

A handwritten signature in black ink that appears to read "Joseph D. Milanowski".

CONFIRMATION:

The above information is complete and accurate as of the date indicated except as described below:

THOMAS A. HANTGES AND
JOSEPH D. MILANOWSKI

Date: 04-04-01

By: Del Bunch (Company name)

EXHIBIT “D”



June 20, 2003

Del and Ernestine Bunch
1909 Red Robin Court
Las Vegas, NV 89134

Our auditors, **Piercy Bowler Taylor & Kern** – 6100 Elton Avenue, Suite 1000 Las Vegas, NV 89107-0123, are conducting an audit of our financial statements.

Accordingly, please confirm directly to them the following information relating to our note payable to you, as of **December 31, 2002**:

| | |
|--|---|
| Date of note | June 26, 2000 |
| Original amount..... | \$10,000,000 |
| Unpaid principal..... | \$8,100,000 |
| Maturity date | One year after the last advance is made |
| Interest rate..... | 20% per annum |
| Amount and description of collateral | None |
| Any other direct or contingent liabilities to you..... | None |

If the above information is in agreement with your records at that date, please so indicate by signing in the place provided below and return the copy of this letter directly to our auditors in the enclosed envelope.

If the above is not in agreement with your records, please note in the space provided the particulars shown in your records and any information which may help reconcile the difference from our records.

Very truly yours,

A handwritten signature in black ink that appears to read "Robert A. Hilson".

Robert A. Hilson
Chief Financial Officer

The above information is correct as of December 31, 2002 with the following exceptions (if

any):

PRINCIPALS TOM HANTGES & JOE MILANOWSKI.

Date: 06-23-03

Signature: (Signature)

Title: _____

EXHIBIT “E”

CHECKS TO USA COMMERCIAL MORTGAGE

| YEAR | DEPOSIT DATE | CHECK NUMBER | AMOUNT |
|-------------|--------------|--------------|----------------------------|
| 2000 | | | |
| 1 | 6/26/2000 | 9326 | \$1,175,000 |
| 2 | 7/31/2000 | 9391 | \$200,000 |
| 3 | 8/11/2000 | 9394 | \$275,000 |
| 4 | 8/11/2000 | 9395 | \$150,000 |
| 5 | 9/19/2000 | WIRE | \$500,000 |
| 6 | 10/13/2000 | 9535 | \$1,075,000 |
| 7 | 10/24/2000 | 9554 | \$125,000 |
| 8 | 12/15/2000 | WIRE | \$500,000 |
| | | | \$4,000,000 |
| 2001 | | | |
| 9 | 3/29/2001 | 9836 | \$100,000 |
| 10 | 6/27/2001 | 9975 | \$125,000 |
| 11 | 9/14/2001 | 10083 | \$775,000 |
| 12 | 9/21/2001 | 10089 | \$175,000 |
| 13 | 12/14/2001 | 10188 | \$1,075,000 |
| | | | \$2,250,000 |
| 2002 | | | |
| 14 | 1/16/2002 | 10228 | \$1,175,000 |
| 15 | 3/5/2002 | 10298 | \$125,000 |
| 16 | 5/1/2002 | 10375 | \$200,000 |
| 17 | 6/10/2002 | 10425 | \$100,000 |
| 18 | 7/8/2002 | 10455 | \$75,000 |
| 19 | 9/9/2002 | 10524 | \$75,000 |
| 20 | 12/9/2002 | 10622 | \$100,000 |
| | | | \$1,850,000 |
| 2003 | | | |
| 21 | 5/20/2003 | 10794 | \$45,000 |
| 22 | 5/30/2003 | 10809 | \$1,105,000 |
| 23 | 7/17/2003 | 10858 | \$50,000 |
| 24 | 8/8/2003 | 10882 | \$100,000 |
| 25 | 10/8/2003 | 10940 | \$125,000 |
| 26 | 12/8/2003 | 10991 | \$100,000 |
| | | | \$1,525,000 |
| 2004 | | | |
| 27 | 2/5/2004 | 11078 | \$375,000 |
| | | | <u>\$375,000</u> |
| | | | <u>\$10,000,000</u> |